

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., :
Case No. 05-44481 (RDD)
(Jointly Administered)
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF VIRGINIA)
) Fed ID: 31-1655354
COUNTY OF FAIRFAX)


Ken Voss, being duly sworn, deposes and says:

1. I am a principal of “BSI America, Inc.” which maintains an office at 12110 Sunset Hills Rd—Ste 200 Reston, VA. 20190-5902.
2. Neither I, BSI America, Inc., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the “Debtors”), their creditors, or any other party—in-interest, or their attorneys, except as set forth in this affidavit.
3. “BSI America, Inc.”, has represented and advised the Debtors in Delphi & its subsidiaries with respect to a broad range of aspects of the Debtor’s businesses.
4. The Debtors have requested and “BSI America, Inc.” has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), with respect to such matters. Additionally, the Debtors have requested, and “BSI America, Inc.” proposes, to render the following services to the Debtors: **Audit Services**
5. BSI America, Inc.’s current fees arrangement is \$800.00 USD per audit man day, plus travel, plus direct expense, plus 5% IATF.
6. Except as set forth herein, no promises have been received by “BSI America, Inc.” or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the

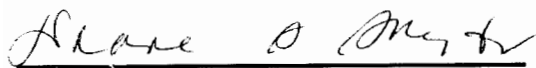
Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "BSI America, Inc." has no agreement with any entity to share with such entity any compensation received by "BSI America, Inc."
8. "BSI America, Inc." and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "BSI America, Inc." does not and will not represent any such entity in connection with these pending chapter 11 cases. "BSI America, Inc." does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, "BSI America, Inc.", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "BSI America, Inc." is to be engaged.
10. The foregoing constitutes the statement of "BSI America, Inc." pursuant to sections 329 and 504 of the Bankruptcy Rules 2014 and 2016 (b).

FURTHER AFFIANT SAYETH NOT



Subscribed and sworn before me
this 29 day of Nov, 2005


Notary Public

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	-----X	:	
In re		:	
		:	AFFIDAVIT OF
		:	SERVICE
DELPHI CORPORATION, <u>et al.</u> ,		:	Chapter 11
		:	Case No. 05-44481 (RDD)
		:	
Debtors		:	(Jointly Administered)
		:	
	-----X		

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF VIRGINIA)
) Fed ID: 31-1655354
COUNTY OF FAIRFAX)

Ken Voss, being duly sworn, deposes and says that he is over the age of eighteen (18) years; that on November 30, 2005 he served the within Affidavit of Legal Ordinary Course Professional dated November 30, 2005 upon the following:

The Debtors at Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
(attn. General Counsel)

Counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom
333 West Wacker Dr. Ste 2100
Chicago, IL 60606
(attn. John Wm. Butler, Jr., Esq.)

The US Trustee
33 Whitehall St. Ste. 2100
New York, NY 10044
(attn. Alicia M. Leonhard, Esq.)

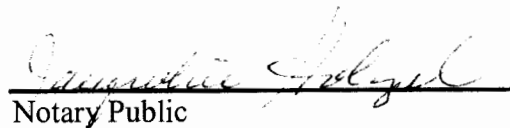
Counsel to the Creditors Committee, Latham & Watkins
885 Third Ave.
New York, NY 10022
(attn. mark A. Broude, Esq.)

Counsel for the agent under the Debtor's prepetition credit facility, Simpson Thacher &
Bartlett LLP
425 Lexington Ave.
New York, NY 10017
(attn. Marissa Wesley, Esq.)

Counsel for the agent under the Debtor's postpetition credit facility, Davis Polk &
Wardell
450 Lexington Ave.
New York, NY 10017
(attn. Marlane Melican, Esq.)


Ken Voss

Subscribed and sworn before me
this 13 day of Dec, 2005


Notary Public